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OF COUNSEL
URBAN A. LESTER

May 21, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Renumbering and Substitution of Railcars, dated May 16, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Leases previously filed with the Board under Recordation Number 23241.

The name and address of the party to the enclosed document are:

[Assignor: Railcar Finance LLC
1819 Peachtree Rd. N.E.
Suite 425
Atlanta, GA 30309-1847]

Assignee: Railcar Asset Financing Trust
1819 Peachtree Rd. N.E.
Suite 425
Atlanta, GA 30309

RECORDATION NO. 23241-5

FILED

MAY 21 '02

1-58 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
May 21, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

- Exhibit A: 23 railcars whose reporting marks are being changed from RCPX to RMGX and 4 railcars whose reporting marks are being changed from MC to SLGG;
- Exhibit B: no substitutions
- Exhibit C: no casualties

A short summary of the document to appear in the index follows:

Statement of Renumbering and Substitution of Railcars

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

RAILCAR ASSET FINANCING TRUST

Suite 425
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

(404) 352-6799
Fax (404) 352-6798

RAILCAR
ASSET FINANCING TRUST

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D. C. 20423

RECORDATION NO.

23241-J

FILED

Re: Recordation Numbers
23241, 23241-A, and 23241-B

MAY 21 '02

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SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

With respect to the railroad equipment covered by the above-referenced recordations, we wish to advise:

- 1) the reporting marks and road numbers of certain railcars have been changed as set forth on Exhibit A attached; and
- 2) certain railcars have been removed from the transactions and have been replaced as set forth on Exhibit B attached; and
- 3) certain railcars have been destroyed as set forth on Exhibit C attached.

Please file these changes under Recordation Number 23241.

Very truly yours,

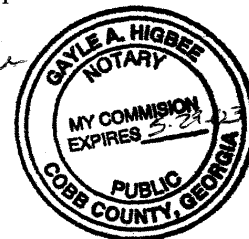
DJ. Crouse

Douglas J. Crouse

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

On this 16th day of May 2002, before me personally appeared Douglas J. Crouse, to me personally known, who, being by me duly sworn, says that he is an Agent of Railcar Ltd. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Gayle A. Higbee
NOTARY PUBLIC



Car Mark Changes For STB Filing-April 2002**Exhibit "A"**

New Mark	New Unit No.	Old Mark	Old Unit No.
RMGX	171074	RCPX	171074
RMGX	171107	RCPX	171107
RMGX	171213	RCPX	171213
RMGX	171257	RCPX	171257
RMGX	173057	RCPX	173057
RMGX	173081	RCPX	173081
RMGX	173092	RCPX	173092
RMGX	173126	RCPX	173126
RMGX	173148	RCPX	173148
RMGX	173176	RCPX	173176
RMGX	173261	RCPX	173261
RMGX	173326	RCPX	173326
RMGX	173484	RCPX	173484
RMGX	173510	RCPX	173510
RMGX	173536	RCPX	173536
RMGX	173569	RCPX	173569
RMGX	173589	RCPX	173589
RMGX	173659	RCPX	173659
RMGX	173700	RCPX	173700
RMGX	173708	RCPX	173708
RMGX	173755	RCPX	173755
RMGX	173920	RCPX	173920
RMGX	173925	RCPX	173925
SLGG	009008	MC	009008
SLGG	009009	MC	009009
SLGG	009018	MC	009018
SLGG	009029	MC	009029

Car Substitutions For STB Filing-April 2002

Exhibit "B"

CARS IN		CARS OUT	
Mark	Unit No.	Mark	Unit No.

NONE

Car Casualties For STB Filing-April 2002

Exhibit "C"

Car Mark	Car Unit No.
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NONE	
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